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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.**CARIBBEAN ICE CREAM, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

F. CHESLER

JUL 27 2001

Articles of Incorporation of:

CARIBBEAN ICE CREAM, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I Name

The name of the corporation shall be:

CARIBBEAN ICE CREAM, INC.

The principal place of business of the corporation shall be:

**1001 SW 128TH TERRACE, B 115
PEMBROKE PINES, FLORIDA 33027**

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Article II Nature of Business

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, The State of Florida, or any other state, country, territory or nation.

Article III Capital Stock

This corporation is authorized to issue 1,000 shares of common stock of a par value of 1 dollar a share.

Article IV Term of Existence

This corporation is to exist perpetually.

Article V Officers, Directors

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

CAROLE BELIZAIRE
8725 SW 137TH AVENUE
MIAMI, FLORIDA 33183

PRESIDENT / SECRETARY 51%

MARTIN ROTHMAN
1001 SW 128TH TERRACE, B 115
PEMBROKE PINES, FLORIDA 33027

VICE- PRESIDENT /
TREASURER 49%

Article VI Incorporator

The name and street address of the incorporator to this articles of incorporation is:

MARTIN ROTHMAN
1001 SW 128TH TERRACE, B 115
PEMBROKE PINES,, FLORIDA 33027

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24TH DAY OF JULY 2001.

Signature of Incorporator


MARTIN ROTHMAN

Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

CARIBBEAN ICE CREAM, INC.

2. The name and address of the registered agent and office is:

**MARTIN ROTHMAN
1001 SW 128TH TERRACE, B 115
PEMBROKE PINES, FLORIDA 33027**

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Signature *Martin Rothman*

Date 7/24/01

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325, Florida Statutes.

Signature *Martin Rothman*
Date 7/24/01